



One James Center
Richmond, Virginia 23219
Telephone: (804) 782-1593
Telecopy: (804) 783-1355

LOUIS G. RECHER
Assistant General Counsel

February 24, 1994

RECORDATION NO. 10064 FILED 1425

FEB 28 1994 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc. ("CSXT"), enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Release and Satisfaction and Bill of Sale, dated as of February 1, 1994, executed by Metropolitan Life Insurance Company, as Assignee of a certain Conditional Sale Agreement, dated as of February 1, 1979, among ACF Industries, Incorporated, Fruit Growers Express Company, General Electric Corporation and The Chesapeake and Ohio Railway Company (predecessor to CSXT). The Conditional Sale Agreement was filed with the Interstate Commerce Commission on January 30, 1979, and assigned Recordation No. 10064.

The names and addresses of the parties are as follows:

Assignee: Metropolitan Life Insurance Company
10900 N.E. Fourth Street, Suite 500
Bellevue, Washington 98004

CSXT: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

Enclosed is a check in the amount of \$18.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the Agreement not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Interstate Commerce Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

LGR/dlf

Copy - John C. Eccleston

FEB 28 1994 -9 50 AM

Counterpart No. 3
Of 4 CounterpartsINTERSTATE COMMERCE COMMISSION
RELEASE AND SATISFACTION AND BILL OF SALE

CHESAPEAKE AND OHIO RAILWAY COMPANY CONDITIONAL SALE

AGREEMENT DATED AS OF FEBRUARY 1, 1979

KNOW ALL MEN BY THESE PRESENTS that Metropolitan Life Insurance Company, Assignee of a certain Conditional Sale Agreement dated as of February 1, 1979, between ACF Industries, Incorporated, Fruit Growers Express Company and General Electric Corporation and The Chesapeake and Ohio Railway Company, hereby certifies that all of the \$21,107,533.58 Conditional Sale Indebtedness, with interest thereon at the rate of 9.70% per annum, has been fully paid or payment provided for, and all of the obligations under said Conditional Sale Agreement, have been fully complied with and performed.


WHEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

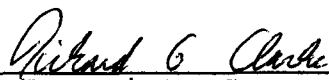
Metropolitan Life Insurance Company does hereby declare said Conditional Sale Agreement dated as of February 1, 1979 to be satisfied and canceled and does consent that the same be discharged of record, and further Metropolitan Life Insurance Company does hereby sell, assign, convey, transfer, set over, release and quitclaim without any warranty or guaranty of any kind, express or implied, unto CSX Transportation, Inc. (Successor by merger to The Chesapeake and Ohio Railway Company) all of its right, title and interest in and to all of the railroad equipment of every character included in the said Conditional Sale Agreement and now held by Metropolitan Life Insurance Company.

IN WITNESS WHEREOF, Metropolitan Life Insurance Company has caused these presents to be executed in its name by one of its Associate General Counsels thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its Assistant Secretary as of this 1st day of FEBRUARY, 1994.

ATTEST:

Metropolitan Life Insurance Company,
as Assignee



Assistant Secretary

By: 
Associate General Counsel

STATE OF NEW YORK,)
) SS.:
COUNTY OF NEW YORK,)

(2)

On this 1st day of FEBRUARY, 1994, before me personally appeared Richard G. Clarke, to me personally known, who, being by me duly sworn, says he is an Associate General Counsel of Metropolitan Life Insurance Company, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of the corporation, by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

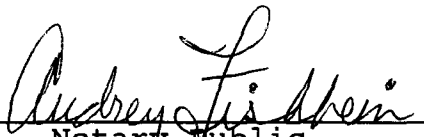

Notary Public

RSBSC&01

AUDREY FISHBEIN
Notary Public, State of New York
No. 24-4956221
Qualified in Kings County
Certificate filed in New York County
Commission Expires September 11, 1996

(2)

On this 1st day of FEBRUARY, 1994, before me personally appeared Richard G. Clarke, to me personally known, who, being by me duly sworn, says he is an Associate General Counsel of Metropolitan Life Insurance Company, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of the corporation, by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

RSBSC&01

AUDREY FISHBEIN
Notary Public, State of New York
No. 24-4958221
Qualified in Kings County
Certificate filed in New York County
Commission Expires September 11, 1995